

EXHIBIT B

CERTIFICATION IN SUPPORT OF FEE APPLICATION

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Attorneys for the Official Committee of Unsecured Creditors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
DELPHI CORPORATION, <u>et al.</u> ,)	Case No. 05-44481 (RDD)
)	
Debtors.)	
)	Jointly Administered
)	

**CERTIFICATION WITH RESPECT TO FINAL
APPLICATION OF LATHAM & WATKINS LLP FOR
ALLOWANCE AND PAYMENT OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Robert J. Rosenberg, a partner at Latham & Watkins LLP (“Latham”) counsel to the Official Committee of Unsecured Creditors (the “Committee”) appointed in the chapter 11 cases of Delphi Corporation and its debtor affiliates (the “Debtors”), in compliance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the “Local Guidelines”) and the United States Trustee Guidelines for Reviewing Applications for Compensation and

Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “UST Guidelines,” and, collectively with the Local Guidelines, the “Guidelines”), hereby certifies as follows:

1. I have reviewed the Final Fee and Expense Application of Latham & Watkins LLP as Counsel to the Official Committee of Unsecured Creditors, dated December __, 2009 (the “Application”),¹³ for the period from October 17, 2005 through January 25, 2008 (the “Final Compensation Period”) which seeks approval of certain fees and expenses incurred by Latham as counsel to the Committee in connection with the above captioned chapter 11 cases.

As required by Section B. 1 of the Local Guidelines, I certify that:

- (a) I have read the Application;
- (b) to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought in the Application fall within the Local Guidelines;
- (c) the fees and disbursements sought are charged in accordance with practices customarily employed by Latham and generally accepted by Latham’s clients; and
- (d) in providing a reimbursable service, Latham does not make a profit on that service, whether the service is performed by Latham in-house or through a third party.

2. As required by Section B. 2 of the Local Guidelines, to the best of my knowledge, all of Latham’s Monthly Statements for the months of October, 2007, November, 2007, December, 2007 and January 1 through January 25, 2008 were sent to members of the Committee, the Debtors and the Office of the United States Trustee for the Southern District of New York, among others, not later than 20 days after the end of the month to which each Monthly Statement applied.

¹³ Capitalized terms used but not otherwise defined herein shall have those meanings ascribed to them in the Application.

3. As required by Section B. 3 of the Local Guidelines, I certify that the members of the Committee, the Debtors and the Office of the United States Trustee for the Southern District of New York, among others, will each be provided with a copy of the Application at least ten days in advance of the hearing to consider the Application.

I certify the foregoing to be true and correct.

Dated: December 18, 2009
New York, New York

By: /s/ Robert J. Rosenberg
Robert J. Rosenberg